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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: HEIDEBRECHT FAMILY CHARITABLE TRUST

A Employer identification number: 20-5873094

Number and street (or P O box number if mail is not delivered to street address): 104 WOODGLEN COURT

Room/suite

B Telephone number (see instructions): 828-698-0795

City or town, state, and ZIP code: FLAT ROCK NC 28731-8518

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 582,342

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)				
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	7	7		
4 Dividends and interest from securities	11,557	11,557		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	2,602			
b Gross sales price for all assets on line 6a 37,765				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	14,166	11,564	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) Stmt 2	2,100			
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 3	186			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmt 4	2,323			
24 **Total operating and administrative expenses.** Add lines 13 through 23	4,609	0	0	0
25 Contributions, gifts, grants paid	33,000			33,000
26 **Total expenses and disbursements.** Add lines 24 and 25	37,609	0	0	33,000
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-23,443			
b **Net investment income** (if negative, enter -0-)		11,564		
c **Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2012)

DAA

Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash – non-interest-bearing			
2	Savings and temporary cash investments	21,993	30,068	30,068
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) See Stmt 5	454,325	424,010	552,274
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)	476,318	454,078	582,342
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	476,318	454,078	
30	**Total net assets or fund balances**(see instructions)	476,318	454,078	
31	**Total liabilities and net assets/fund balances**(see instructions)	476,318	454,078	

(Sections: Assets lines 1–16; Liabilities lines 17–23; Net Assets or Fund Balances lines 24–31)

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	476,318
2	Enter amount from Part I, line 27a	2	-23,443
3	Other increases not included in line 2 (itemize) ▶ See Statement 6	3	1,203
4	Add lines 1, 2, and 3	4	454,078
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	454,078

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-)or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	12,050	545,242	0.022100
2010	12,500	302,048	0.041384
2009	16,500	232,183	0.071065
2008	33,000	305,572	0.107994
2007	20,300	139,696	0.145316

2	**Total** of line 1, column (d)	2	0.387859
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.077572
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	578,612
5	Multiply line 4 by line 3	5	44,884
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	116
7	Add lines 5 and 6	7	45,000
8	Enter qualifying distributions from Part XII, line 4	8	33,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	231
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	231
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	231
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	231
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b,** attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES HEIDEBRECHT Telephone no ▶ 828-698-0795
104 WOODGLEN COURT
Located at ▶ FLAT ROCK NC ZIP+4 ▶ 28731-8518

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES K. HEIDEBRECHT FLAT ROCK 104 WOODGLEN COURT NC 28731-8518	TRUSTEE 2.00	0	0	0
SUSAN A. HEIDEBRECHT FLAT ROCK 104 WOODGLEN COURT NC 28731-8518	TRUSTEE 2.00	0	0	0
BRIAN K. HEIDEBRECHT MELROSE 67 FLORENCE STREET MA 02176	TRUSTEE 1.00	0	0	0
BRUCE J. HEIDEBRECHT REISTERSTOWN 7 WATCH COURT MD 21136	TRUSTEE 0.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	567,296
b	Average of monthly cash balances	1b	20,127
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	587,423
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	587,423
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	8,811
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	578,612
6	**Minimum investment return.** Enter 5% of line 5	6	28,931

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	28,931
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 231		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	231
3	Distributable amount before adjustments Subtract line 2c from line 1	3	28,700
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,700
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,700

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	33,000
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	33,000

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					28,700
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	5,692				
b From 2008	17,759				
c From 2009	4,963				
d From 2010					
e From 2011					
f **Total** of lines 3a through e		28,414			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 33,000					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					28,700
e Remaining amount distributed out of corpus		4,300			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		32,714			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		5,692			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		27,022			
10 Analysis of line 9					
a Excess from 2008	17,759				
b Excess from 2009	4,963				
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	4,300				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2))

JAMES K. HEIDEBRECHT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 7				33,000
Total			▶ 3a	33,000
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue·					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7	
4 Dividends and interest from securities			14	11,557	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					2,602
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		11,564	2,602

13 **Total.** Add line 12, columns (b), (d), and (e) 13 14,166

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Gary K Heidebrecht | 5-14-13 | TRUSTEE

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
RONALD G CARLAND CPA	Ronald G Carland CPA	05/13/13	
Firm's name ▶ CARLAND & ANDERSEN, INC.		PTIN	P00925723
Firm's address ▶ PO BOX 179 HENDERSONVILLE, NC 28793		Firm's EIN ▶	04-3729830
		Phone no	828-692-2583

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
340 EXXON MOBIL CORPORATION	6/04/07	12/05/12	Purchase $ 29,978	$ 28,601	$	$	$ 1,377
.5 ADT CORPORATION	12/21/06	10/12/12	Purchase 18	16			2
20 BIOGEN IDEC INC	12/21/06	7/12/12	Purchase 2,801	996			1,805
67 COMCAST CORPORATION	12/21/06	12/06/12	Purchase 2,397	1,893			504
11 ENGILITY HLDGS INC	Various	7/19/12	Purchase 193	235			-42
.666 ENGILITY HLDGS INC	12/14/07	7/25/12	Purchase 10	17			-7
90 HUMAN GENOME SCIENCES	3/01/11	7/16/12	Purchase 1,279	2,250			-971
8 LIBERTY INTERACTIVE	Various	9/17/12	Purchase 97				97
23 LIBERTY INTERACTIVE	Various	8/17/12	Purchase 959	1,124			-165
.3 LIBERTY INTERACTIVE	Various	8/21/12	Purchase 13	14			-1
.467 PENTAIR LIMITED SHS	12/21/06	10/12/12	Purchase 20	17			3
Total			$ 37,765	$ 35,163	$ 0	$ 0	$ 2,602

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CARLAND & ANDERSEN, INC.-CPA	$ 2,100	$	$	$
Total	$ 2,100	$ 0	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL EXCISE TAX	$ 186	$	$	$
Total	$ 186	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
INVESTMENT ADVISORY FEES:				
RAYMOND JAMES-61248	2,323			
Total	$ 2,323	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
113 SH ADT CORPORATION	$	$ 3,252	Cost	$ 5,253
80 AMC NETWORKS INC-A	1,888	1,888	Cost	3,960
305 SH SEAGATE TECHNOLOGY	6,889	7,440	Cost	9,278
305 SH WEATHERFORD INTL LTD	7,532	7,532	Cost	3,413
203 SH ANADARKO PETROLEUM	8,666	8,666	Cost	15,085
240 SH AUTODESK INC	5,795	8,892	Cost	8,484
130 SH BIOGEN IDEC INC	8,029	7,032	Cost	19,028
210 SH BROADCOM CORP CL A	6,374	6,337	Cost	6,974
320 SH CABLEVISION SYSTEMS CORP	4,989	4,989	Cost	4,781
20 SH CITRIX SYSTEMS INC	1,201	1,201	Cost	1,312
700 SH COMCAST CORP CL A	17,382	15,489	Cost	25,144
91 COVIDIEN LTD	3,716	3,716	Cost	5,254
90 SH CREE INC	2,375	2,375	Cost	3,058
204 DIRECTV	4,017	4,017	Cost	10,233
98 SH DOLBY LABS INC	3,442	4,679	Cost	3,960
90 SH FLUOR CORP	5,717	5,717	Cost	5,287
340 SH FOREST LABORATORIES INC	13,976	13,976	Cost	12,009
70 FREEPORT-MCMORAN COPPER&GOLD	3,303	3,303	Cost	2,394
90 HUMAN GENOME SCIENCES INC	2,250		Cost	
71 SH IMMUNOGEN INC	617	617	Cost	905
54 SH PENTAIR LTD		1,771	Cost	2,654
80 ISIS PHARMACEUTICALS INC	562	562	Cost	835
70 SH L 3 COMMUNICATIONS HLDGS INC	6,333	6,081	Cost	5,363
466 SH LIBERTY MEDIA HLDG INTERACT	9,861	8,723	Cost	9,171
182 SH LIBERTY MEDIA HLDG CORP CAP	2,690	2,690	Cost	21,114
83 SH NATIONAL OILWELL VARCO INC	4,375	4,375	Cost	5,673
75 NUCOR CORP	3,319	3,319	Cost	3,237
145 SH PALL CORP	5,444	5,444	Cost	8,738
241 SH SANDISK CORP	6,865	6,865	Cost	10,484
212 SH TE CONNECTIVITY LTD (TYCO)	7,325	7,325	Cost	7,869
227 SH TYCO INTL LTD	10,052	4,997	Cost	6,640
335 SH UNITEDHEALTH GROUP INC	16,067	16,067	Cost	18,170
34 SH VERTEX PHARMACEUTICALS INC	920	920	Cost	1,425
525 SH EXXON-MOBIL CORP	72,764	44,163	Cost	45,439
3,000 SH EXXON-MOBIL CORP	199,590	199,590	Cost	259,650
Total	$ 454,325	$ 424,010		$ 552,274

Statement 6 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
TO ADJUST TO BROKER BOOK VALUES	$ 1,203
Total	$ 1,203

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
JAMES K. HEIDEBRECHT	$
Total	$ 0

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship / Status	Purpose	Amount
HALLMARK HEALTH MELROSE MA 02176	585 LEBANON STREET	SUPPORT YOUNG FAMILIES	750
HOOVER ELEMENTARY SCHOOL PTO MELROSE MA 02176	37 GLENDOWER ROAD	SCHOOL SUPPLIES, FIELD TRIPS	1,000
COMFORT ZONE CAMP RICHMOND VA 23230	4906 CUTSHAW AVE., 2ND FL	CAMPS FOR GRIEVING CHILDREN	750
BOYS & GIRLS CLUB HENDERSONVILLE NC 28792	1304 ASHE STREET	YOUTH ENRICHMENT PROGRAMS	2,000
SALVATION ARMY HENDERSONVILLE NC 28792	239 THIRD AVENUE, EAST	RELIEF FOR NEEDY PERSONS, DISASTERS	3,000
THE FREE CLINICS HENDERSONVILLE NC 28792	841 CASE STREET	FREE MEDICAL AND DENTAL SERVICES	2,000
AMERICAN SCHOOL IN LONDON FOUNDATION LONDON, UK NW80NP	ONE WAVERLEY PLACE	HIGHER EDUCATION	500
AMERICAN CANCER SOCIETY ATLANTA GA 30303-1002	250 WILLIAMS STREET	CANCER RESEARCH	4,500
ALPHA PHI OMEGA INDEPENDENCE MO 64055	14901 EAST 42ND STREET	SERVICE FRATERNITY	750
EARLY CHILDHOOD CENTER MELROSE MA 02176	16 FRANKLIN STREET	ENRICHMENT PROGRAMMING	500
MELROSE FAMILY YMCA MELROSE MA 02176	497 MAIN STREET	ATHLETICS	500
BOY SCOUTS OF AMERICA BALTIMORE MD 21211-2805	701 WYMAN PARK DRIVE	YOUTH TRAINING	750
REISTERSTOWN VFD REISTERSTOWN MD 21136	108 MAIN STREET	EMERGENCY EQUIPMENT	500
TOWSON UNIVERSITY FNDN TOWSON MD 21252-0001	8000 YORK ROAD	FORENSIC SCIENCE	1,000
IRVINE NATURE CENTER OWINGS MILLS MD 21117	11201 GARRISON FOREST RD.	ENVIRONMENTAL LITERACY	1,000
VIRGINIA TECH FOUNDATION BLACKSBURG VA 24061	104 HUTCHESON HALL	STUDIES IN HORTICULTURE	750
ARTHRITIS FOUNDATION ATLANTA GA 30309	1330 WEST PEACHTREE ST.	ARTHRITIS RESEARCH	2,000

Statement 7 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
HABITAT FOR HUMANITY HENDERSONVILLE NC 28792	1111 KEITH STREET		LOW-INCOME HOUSING	500
DANA-FARBER CANCER INSTITUTE BROOKLINE MA 02445-7226	10 BROOKLINE PLACE WEST		CANCER RESEARCH	1,000
HUNGER COALITION HENDERSONVILLE NC 28793	PO BOX 6151		FOOD FOR INDIGENT PERSONS	1,000
HICKORY NUT GORGE OUTREACH LAKE LURE NC 28746	2570 MEMORIAL HIGHWAY		FOOD & MEDICINE FOR THE NEEDY	1,000
SLOAN-KETTERING CANCER CENTER NEW YORK NY 10065	1275 YORK AVENUE		CANCER RESEARCH	1,000
WOUNDED WARRIOR PROJECT JACKSONVILLE FL 32256	4899 BELFORT ROAD, STE300		ASSIST WOUNDED MILITARY PERSONS	1,000
PISGAH LEGAL SERVICES HENDERSONVILLE NC 28793	PO BOX 2276		LEGAL HELP FOR INDIGENT PERSONS	1,000
FOUR SEASONS HOSPICE FLAT ROCK NC 28731	571 SOUTH ALLEN ROAD		ASSIST TERMINALLY ILL PERSONS	1,000
AMERICAN HEART ASSOCIATION MORRISVILLE NC 27560-7687	3131 RDU CENTER, STE 100		CARDIOVASCULAR RESEARCH	250
JOHNS HOPKINS INSTITUTIONS BALTIMORE MD 21201	100 NORTH CHARLES STREET		PROSTATE CANCER RESEARCH	500
HENDERSONVILLE SYMPHONY HENDERSONVILLE NC 28793	PO BOX 1811		COMMUNITY CONCERTS	500
FIRST UNITED METHODIST CHURCH HENDERSONVILLE NC 28739	204 SIXTH AVENUE, WEST		FOREIGN MISSIONS	1,000
INTERFAITH ASSISTANCE MINISTRY HENDERSONVILLE NC 28739	210 EHRINGHAUS STREET		FOOD & CLOTHES FOR INDIGENT	1,000
Total				33,000

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
RAYMOND JAMES-04283	$ 7		14		
Total	$ 7				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
RAYMOND JAMES-04283	$ 8,426		14		
RAYMOND JAMES-61248	3,131		14		
Total	$ 11,557				